### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-00

Expires:	May 31, 2005
Estimated average	burden
hours per response	

SEC USE ONLY										
Prefix	Serial									
	1									
DATE	RECEIVED									
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Name of Offering ( check if this is an amendment and name has c Promissory Note and Class D LLC Units	hanged, and indica	ite change.)			Trong Con
Filing Under (Check box(es) that apply): Rule 504  Type of Filing: New Filing Amendment	□ ULOE WET COM				
	IDENTIFICATION	ON DATA			APR 1 9 2.084
1. Enter the information requested about the issuer	IDENTIFICATION	DATA			
Name of Issuer ( check if this is an amendment and name has cl Batterson Venture Partners, L.L.C.	nanged, and indica	te change.)			187 /8
Address of Executive Offices (Number and Street, Ci	ty, State, Zip Code	)	Telephone Nu	ımber (Including	Area Code)
303 West Madison Street, Suite 1625, Chicago, IL 6060	6-3309		312-269	-0300	
Address of Principal Business Operations (Number and Street, Ci (if different from Executive Offices)	ty, State, Zip Code	)	Telephone Nu	imber (Including	Area Code)
Brief Description of Business Venture Capital Management					04027063
Type of Business Organization					0 1027 000
corporation limited partnership			other (ple	ase specify):	
☐ business trust ☐ limited partnership			LLC	·	<del>PROCESSE</del>
Actual or Estimated Date of Incorporation or Organization:	Month 2		Actual	☐ Estimated	MAY 1 0 2004
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S CN for Canada: FN				L	MAI TO BOOK
GENERAL INSTRUCTIONS				<del>***                                  </del>	FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliar 15 U.S.C. 77d(6).	nce on an exemptio	n under Regu	lation D or Se	etion 4(6), 17 CF	R 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the Securities and Exchange Commission (SEC) on the earlier of the dat after the date on which it is due, on the date it was mailed by United	te it is received by	the SEC at the	e address giver	below or, if rece	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth	n Street, N.W., Wa	shington, D.C	20549		
Copies Required: Five (5) copies of this notice must be filed with the must be photocopies of the manually signed copy or bear typed or pro-		ch must be m	anually signed	. Any copies not	manually signed
Information Required: A new filing must contain all information rechanges thereto, the information requested in Part C, and any materia Appendix need not be filed with the SEC.					
Filing Fee: There is no federal filing fee.					
State: This notice shall be used to indicate reliance on the Uniform Limited ULOE and that have adopted this form. Issuers relying on ULOE mare to be, or have been made. If a state requires the payment of a fee accompany this form. This notice shall be filed in the appropriate st this notice and must be completed.	ust file a separate as a precondition	notice with th to the claim f	e Securities Ac or the exempti	lministrator in ea on, a fee in the p	ach state where sales roper amount shall
Δ.	TTENTION-				
Failure to file notice in the appropriate states will not resu		a fadaral av	omntion C	anvarealy fails	iro to filo the

appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the

filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Batterson, Leonard A. Business or Residence Address (Number and Street, City, State, Zip Code) 303 West Madison Street, Suite 1625, Chicago, IL 60606-3309 Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) MKW Partners, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Durandal, Inc., 676 N. Michigan Avenue, Chicago, IL 60611 ☐ Promoter ■ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or ☐ Executive Officer ☐ Director Check Box(es) that Apply: Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

☐ Executive Officer

☐ Director

General and/or
Managing Partner

☐ Beneficial Owner

☐ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

Full Name (Last name first, if individual)

		<u>-</u>		В.	INFORMA	ATION ABO	OUT OFFE	RING				
										Yes	No	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										. 🗆	$\boxtimes$	
Answer also in Appendix, Column 2, if filing under ULOE.												
What is the minimum investment that will be accepted from any individual?										. \$10,000	0.00	
						,						
3 Does	s the offerin	ng permit i	oint owner	ship of a si	ngle unit?						Yes . ⊠	No □
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Na	me (Last n	ame first, i	f individua	l)			· · ·					
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)		·····		<u>-</u>	http://www.
Name o	f Associate	d Broker o	or Dealer			****		Manager	· 1			·
States in	n Which Pe	waan Linto	d Uos Colis	sited on Inte	ands to Cal	iait Duraha						
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, i	f individua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)			**************************************		
Name o	of Associate	ed Broker o	or Dealer								<del> </del>	
	n Which Pe											
(Che	eck "All St	ates" or ch	eck individ	lual States)						•••••	🔲 Al	.l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
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Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
	n Which Pe											Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	<u> </u>	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	OF PROCEEDS	3	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box   and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregate Offering Pri		Amount Already Sold
	Debt	\$1,000,000		\$25,000
	Equity	\$0		\$0
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests.	\$		\$
	Other (Specify)			\$
	Total	\$1,000,000		\$25,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	1		\$25,000
	Non-accredited Investors	-		\$
	Total (for filings under Rule 504 only)	1		\$25,000
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	The state of the s	Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504			\$
	Total			<u>\$</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$
	Printing and Engraving Costs			\$
	Legal Fees			\$
	Accounting Fees		$\boxtimes$	\$5,000
	Engineering Fees	••••		\$
	Sales Commission (specify finders' fees separately)			\$
	Other Expenses (identify)			\$
	Total			\$5,000

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND USE	OF	PROCEEDS		
b.	and total expenses furnished in response	ate offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "ad	juste	d	\$97	5,000
5.	each of the purposes shown. If the amou	d proceeds to the issuer used or proposed to be used in the for any purpose is not known, furnish an estimate The total of the payments listed must equal the adjustences to Part $C - Question 4.b$ above.	e and	l		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			<u>\$</u>		\$
	Purchase, rental or leasing and instal	lation of machinery and equipment		\$		\$
	Construction or leasing of plant buil-	dings and facilities		\$		<u>\$</u>
	offering that may be used in exchang	uding the value of securities involved in this ge for the assets or securities of another issuer		\$	П	\$
	• •					\$975,000
						\$
			_			
	<del></del>					\$
						\$
	Total Payments Listed (column total	s added)		□ <u>\$97</u>	5,000	
		D. FEDERAL SIGNATURE				
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized person. I g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Excl	hange Commissio	n, upo	on written
Issu	er (Print or Type)	Signature		Date		
Bat	erson Venture Partners	IN A Pede		April <u>J</u> , 2004		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
Leo	nard A. Batterson	Manager				

# --ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. S	STATE SIGNATURE		,	<del></del>
Is any party described in 17 CFR 230.262 of such rule?				Yes	No ⊠
•	See Appendix	, Column 5, for state res	ponse.		
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a		•	any state in which this notice is	filed, a not	tice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to	the state administrators,	upon written request, informat	ion furnish	ed by the
4. The undersigned issuer represents that the Limited Offering Exemption (ULOE) of of this exemption has the burden of establishment.	the state in which	ch this notice is filed and	l understands that the issuer clai		
The issuer has read this notification and known undersigned duly authorized person.	ows the contents	s to be true and has duly	caused this notice to be signed	on its beh	alf by the
Issuer (Print or Type)	Signature	114	Date		•
Batterson Venture Partners	M	A / HOLL	April <u>//</u> , 200	4	
Name (Print or Type)	Title (Print or	Type)	1100		

Manager

#### Instruction:

Leonard A. Batterson

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA										
СО										
СТ										
DE										
DC										
FL										
GA										
ні										
ID										
IL			Promissory Note  Class D Units	1	25,000				⊠	
IN										
IA						·				
KS										
KY										
LA										
ME										
MD										
MA										
MI										
MN			•							
MS										
МО										
MT										

A	P	P	E	N	D	1	Х
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1	Intend to non-a investors		Type of security and aggregate offering price offered in state		Type of investor and amount purchased in State			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
<u> </u>	(Part B	-item 1)	(Part C-Item 1)	Number of	(Рап	C-Item 2) Number of		(Pan E	-Item 1)
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
ОК									
OR									
PA									
RI									
SC							<del> </del>		
SD									
TN									
TX									
UT									
VT									
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WV									
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